

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED OF RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

Mary Louise Branch

PGS 3 \$24.00

AMENDMENT OF PAID UP OIL, GAS AND MINERAL LEASE

STATE OF TEXAS §
§
COUNTY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, JAMES A. BRANCH, whose address is, 6908 TUMBLING TRL., FORT WORTH TEXAS, 76109, ("Lessor") executed that certain Paid Up Oil, Gas and Mineral Lease effective June 9, 2007, unto Four Sevens Resources Co. Ltd., whose address is 777 Taylor Street, Suite 1090, Fort Worth, Texas, 76102, as evidenced by that Oil and Gas Lease recorded at D207237310 of the Official Public Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and,

WHEREAS, the Lease is now owned by Chesapeake Exploration L.L.C., an Oklahoma Limited Liability Company, ("Lessee"), whose address is P.O. Box 18496 Oklahoma City, Oklahoma, 73154-0496; and,

WHEREAS, Total E&P USA, Inc., ("Total") whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Lessee's working interest in the aforementioned Lease; and,

WHEREAS, Lessor, Lessee and Total now desire to amend the Lease and the legal description of the Lease as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in-hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the legal description of the Lease to read as follows:

"Being all of Lot 24 and a portion of Lot 23, Block 16, Ridglea Country Club Estates, an addition to the City of Fort Worth, Tarrant County, Texas, according to the plat recorded in Volume 388-111, Page 42, Plat Records, Tarrant County, Texas, and being more particularly described in that certain Warranty Deed dated June 28, 2004 from Gregory H. Smith, a single man, to James A. Branch, a married man, as recorded in instrument number D204203836, Official Public Records, Tarrant County, Texas."

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands described in the Lease, pursuant to the terms and provisions of the Lease and Amendments thereto, as of the Effective Date set forth therein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby dated and effective as of the 17th day of DECEMBER, 2010. 2007
9th JUNE 00 20

LESSOR:

LESSOR:

By:

James A. Branch
JAMES A. BRANCH

By: _____

TX0513150-002

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C., an Oklahoma Limited Liability Company

By: [Signature]
Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

ED
DRP
CMM

LESSEE:

TOTAL E&P USA, INC., a Delaware corporation

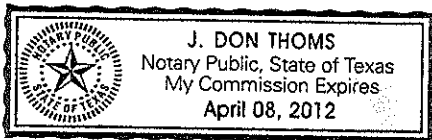
By: [Signature]
Print: Eric Bonnin
Title: Vice President, Business Development & Strategy

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ACKNOWLEDGEMENTS

STATE OF TEXAS §
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COUNTY OF TARRANT §

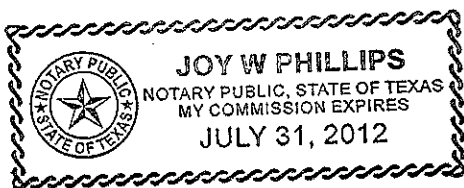
This instrument was acknowledged before me on this 17th day of December, 2010, by **JAMES A. BRANCH**.



[Signature]
Notary Public, State of TEXAS
Printed Name: J. Don Thoms
My commission expires: 4/8/12

STATE OF TEXAS §
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COUNTY OF TARRANT §

~~2011~~ This instrument was acknowledged before me on this 7th day of March, 2010, by Eric Bonnin, Vice President, Business Development & Strategy, of TOTAL E&P USA, INC., a Delaware corporation.

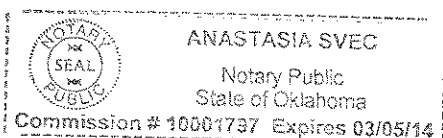


[Signature]
Notary Public, State of Texas
Printed Name: Joy W Phillips
My commission expires: 7/31/12

CORPORATE ACKNOWLEDGMENTS

STATE OF OKLAHOMA §
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COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this 25th day of February, 2011, by Henry J. Hood as Sr. Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., on behalf of said limited liability company.



[Signature]
Notary Public, State of OKLAHOMA
Printed Name: Anastasia Svec

My commission expires: _____

STATE OF TEXAS

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COUNTY OF HARRIS

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This instrument was acknowledged before me on this ____ day of _____,
2010, by _____ as _____
of Total E&P USA, Inc., on behalf of said corporation.

Notary Public, State of _____

Printed Name: _____

My commission expires: _____